

STATE MS.-DESOTO CO.
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SEP 7 1 28 PM '00

BK 86 PG 644
W.E. DAVIS JR. CLK.

This Instrument Prepared by:
G. Keith Rogers, Jr.
110 East Mulberry, Suite 200
Town Square
Collierville, Tennessee 38017
901-861-1500

DURABLE GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

1. **Power of Attorney.** I, **Mildred L. McDoniel**, do hereby make, constitute and appoint my son, **Danny W. Rhea**, as my true and lawful attorney-in-fact, for me and in my name, place and stead and on behalf of me for my use and benefit, who shall have the authority to do each of the following things and perform the following acts:

(a) **General Powers.** Generally to do, sign or perform in my name, place and stead, any act, deed, matter or thing that, in the opinion of the attorney-in-fact ought to be done, signed or performed in and about the premises, of every nature and kind whatsoever, to all intents and purposes whatsoever, as fully and effectually as I could do if personally present and acting. The enumeration of specific powers hereunder shall not in any way limit the general powers conferred herein, it being my intention to grant my attorney in fact authority to exercise all powers granted pursuant to TCA §34-6-109, all of which are incorporated herein by reference.

(b) **Moneys.** To receive from or disburse to any source whatever moneys through checking or savings or other accounts or otherwise, to endorse, sign and issue checks, withdrawal receipts, or any other instrument, and to open or close any accounts in my name alone or jointly with any other person.

(c) **Real and Personal Property.** To buy, sell, lease, alter, maintain, pledge or in any way deal with real and personal property, including bonds, stocks, certificates of deposit, options, futures contracts, limited partnership interests, and shares of registered investment companies, and sign each instrument necessary or advisable to complete any real or personal property transaction, including, but not limited to, proxies, stock and bond powers, deeds, deeds of trust, closing statements, notes and bills of sale.

(d) **Tax Returns.** To make, sign and file each income, gift, property, or other tax return or declaration required by the United States or any state, county, municipal or other legally constituted authority for any period of time prior to the revocation of this power.

(e) **Insurance.** To acquire, maintain, cancel, or in any manner deal with any policy of life, accident, disability, hospitalization, medical or casualty insurance, and to prosecute each claim for benefits due under any policy. However, no such power shall be construed or used to give any incident of ownership to my attorney-in-fact in any life insurance policy on the life of my attorney-in-fact.

(f) **Support.** To provide for the support and protection of me and of my family, including, without limitation, provision for food, lodging, housing, medical services, recreation and travel.

(g) **Medical Care.** To contract for my entry into and maintenance in, or release from, any hospital, nursing home, or other type of health care institution, including the authority to approve and give consent to any type of surgery or other medical treatment, it being my intention to grant unto my attorney-in-fact all authority necessary to act for me and in my stead in regard to all matters pertaining to my person, except that in the event of a conflict between the provisions of this General Power of Attorney and any Living Will I have signed, my Living Will provisions shall govern.

(h) **Safe Deposit Box.** To have free and private access to any safe deposit box in my name or rented by me in any bank, including authority to have it drilled, with full right to

deposit and withdraw therefrom or to give full discharge therefor.

(i) Money from U. S. or Other Government. To receive and give receipt for any money or other obligation due or to become due to me from the United States of America, or any agency or subdivision thereof, and to effect redemption of any bond or other security wherein the United States of America, or any agency or subdivision thereof, is the obligor or payor, and to give full discharge therefor.

(j) Agents. To contract for or employ agents, accountants, advisors, attorneys, and others for services in connection with the performance by said attorney-in-fact of any powers herein, and to appoint a substitute or substitutes to perform any of the acts that my attorney-in-fact is by this instrument authorized to perform, but my right to revoke such appointment of a substitute shall not terminate with the death or disability of my attorney-in-fact.

(k) Gifts. To make gifts from time to time of any of my assets to any of my children, spouses of my children, my grandchildren and/or more remote descendants provided that such gifts shall not annually exceed for any donee the amount excludable from federal gift tax pursuant to §2503(b) of the Internal Revenue Code of 1986 as from time to time amended.

(l) Borrowing. To borrow money for any of the purposes described herein, and to secure such borrows in such manner as my attorney-in-fact shall deem appropriate, and to use any credit card held in my name for any of the purposes described herein.

(m) Accounts. To establish, utilize, and terminate checking and savings accounts, money market accounts, and agency accounts with financial institutions of all kinds, including securities brokers and corporate fiduciaries.

(n) Investment. To invest or reinvest each item of money or other property and to lend money or property upon such terms and conditions and with such security as my attorney-in-fact may deem appropriate, or to renew, extend, or modify loans, all in accordance with the fiduciary standards of TCA Section 35-3-117.

(o) Business. To engage in and transact any and all lawful business of whatever nature or kind for me and in my name, whether as partner, joint venturer, stockholder, or in any other manner or form, and to vote any stock or execute voting trusts.

(p) Dues and Pledges. To pay dues to any club or organization to which I belong, and to make charitable contributions in fulfillment of any charitable pledge made by me.

(q) Transfer to Trust. To transfer any property owned by me to any revocable trust created by me with provisions for my care and support.

(r) Sue and Defend. To sue, defend, or compromise suits and legal actions, and to employ counsel in connection with the same, including the power to seek a declaratory judgment interpreting this power of attorney, or a mandatory injunction requiring compliance with the instructions of my attorney-in-fact, or actual and punitive damages against any person failing or refusing to follow the instructions of my attorney-in-fact.

(s) Reimbursement. To reimburse my attorney-in-fact or others for all reasonable costs and expenses actually incurred and paid by such person on my behalf.

(t) Benefit Plans. To create, contribute to, borrow from, and otherwise deal with an employee benefit plan or individual retirement account for my benefit; to select any payment option under any employee benefit plan or individual retirement account in which I am a participant or to change options I have selected; to make "roll-overs" of plan benefits into other retirement plans or individual retirement accounts; and to apply for and receive payments and benefits.

(u) Power of Attorney Forms. To execute other power of attorney forms on my behalf which may be required by the Internal Revenue Service, financial or brokerage institutions, or others, naming the attorney-in-fact hereunder as attorney-in-fact for me on such additional forms.

(v) **Records.** To request, receive and review any information, verbal or written, regarding my personal affairs or physical or mental health, including legal, medical and hospital records; to execute any releases or other documents that may be required in order to obtain such information; and to disclose such information to such persons, organizations, firms or corporations as my attorney-in-fact shall deem appropriate.

(w) **Funeral and Burial.** To make advance arrangements for my funeral and burial, including the purchase of a burial lot and marker, if I have not already done so.

2. **Ratification.** I hereby ratify and confirm each act done or caused to be done by my attorney-in-fact in and about the premises by virtue of this power of attorney.

3. **Inducement.** For the purpose of inducing any party to act in accordance with the powers granted in this power of attorney, I hereby warrant that if this power of attorney is terminated for any reason whatsoever, I and my successors will save such party harmless from any loss suffered or liability incurred by such party in acting in accordance with this power of attorney prior to the time when such party has actual notice of such revocation or termination. Any person who relies upon a decision made or instructions given by one of my attorneys in fact (a) shall not be required to act pursuant to a subsequent conflicting decision made or instruction given by the other attorney-in-fact, and (b) shall not be liable to me or to the other attorney-in-fact for refusing to act pursuant to such conflicting decision or instruction. Any party may rely upon a photocopy of this Power without production of the original.

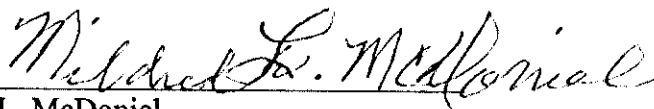
4. **Durability.** This power of attorney shall not be affected by any disability, incompetence, or incapacity which I may suffer at any future time or times, whether or not the same shall be adjudicated by any court, it being my intent that the authorizations and powers granted herein shall remain exercisable notwithstanding any such subsequent occurrence, and that this power of attorney shall be construed to satisfy the Tennessee Uniform Durable Power of Attorney Act, TCA Section 34-6-101 et seq.

5. **Exculpation.** Under no circumstances shall my attorney-in-fact incur any liability to me for acting or refraining from acting hereunder, except for such attorney's own willful misconduct or gross negligence.

6. **Revocation.** This power of attorney shall remain in full force and effect until it is revoked by written notice delivered to my attorney-in-fact. If this instrument has been recorded in the public records, then the instrument of revocation shall be recorded in the same public records.

7. **No Guardian.** By executing this instrument upon the advice of legal counsel, I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I herewith express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an attorney-in-fact named in this instrument who is willing and able to act and serve under this instrument. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator for me give the greatest possible weight to my intention and desires as expressed herein.

IN WITNESS WHEREOF, I have signed this power of attorney this 30 day of December, 1999.


Mildred L. McDoniel
a.k.a. Mildred W. McDoniel


STATE OF TENNESSEE

COUNTY OF SHELBY

Personally appeared before me, the undersigned authority, a Notary Public in and for the

State and County aforesaid, Mildred L. McDoniel, the within named bargainor, with whom I am personally acquainted, who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at office in said State and County, this 30 day of December, 1999.


Notary Public

My Commission Expires:

4-30-2003

